



**Annual Secretarial Compliance Report of**  
**M/s. IL&FS Engineering and Construction Company Limited**  
**for the year ended 31.03.2020**  
*(Pursuant to circular dated 8<sup>th</sup> February, 2019 issued by SEBI)*

We, M/s. RPR and Associates, Company Secretaries, Hyderabad, have examined:

(a) all the documents and records made available to us and explanation provided by M/s. **IL&FS Engineering and Construction Company Limited (IECCL)** (CIN:L45201TG1988PLC008624) having its registered office at 8-2-120/113, Block B, 1<sup>st</sup> Floor, Sanali Info Park, Road No. 2, Banjara Hills, Hyderabad – 500 034, (“the listed entity”);

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity; and

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification/report,

for the year ended 31<sup>st</sup> March, 2020 (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - *Not applicable during the period under review;*

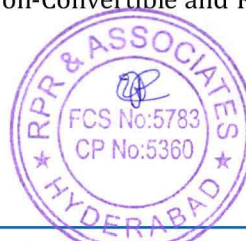
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable during the period under review;*

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not applicable during the period under review;*

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the period under review;*

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - the revised policy in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 was adopted in the board meeting held on 29<sup>th</sup> June, 2020. Therefore, there was delay in adoption and implementation.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<b>Sl. No</b>	<b>Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/Remarks of the Practicing Company Secretary</b>
1	Submission of Financial Results under Regulation 33 of SEBI LODR	Delay in submission of the unaudited financial results for the quarters ended June, 2019, Sept, 2019 and Dec, 2019.  The audited financial statements for the year ended March 31, 2020 are yet to be approved and submitted to the Stock Exchanges as on the date of this report.	The Unaudited Financial Results for the quarters ended on June 30, 2019, September 30, 2019 and December 31, 2019 were approved in the board meeting held on June 29, 2020 and submitted with the stock exchanges. Therefore there was delay in compliance. The audited financial statements for the year ended March 31, 2020 are yet to be approved as on the date of this report.
2	One Woman Director on the Board of Directors under Regulation 17 of SEBI LODR	Not appointed the Woman Director	Exemption Received from National Company Law Tribunal (NCLT) vide its order dated 26.04.2019
3	Constitution and Composition of Audit Committee under Regulation 18 of SEBI LODR	All the Committees have been reconstituted on April 4, 2019 without independent directors.	However, the requirement of appointment of independent directors was exempted by NCLT vide its order dated 26.04.2019
4	Constitution and Composition of Nomination & Remuneration Committee under Regulation 19 of SEBI LODR		
5	Constitution and Composition of Stakeholders Relationship Committee under Regulation 20 of SEBI LODR		
6	Appointment of Independent Directors under Regulation 17 of SEBI LODR	Independent directors were not appointed from October, 2018 onwards	Exemption Received from NCLT vide order dated 26.04.2019
7	The board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors under Regulation 17(1)(c) of SEBI LODR	As on date, only three Non-executive Non-independent directors were there on the Board.	Exemption Received from NCLT vide order dated 26.04.2019 with respect to appointment of required two independent directors and one woman director.



8	The listed entity shall maintain a functional website containing the basic information about the listed entity under Regulation 46 of SEBI LODR	Not updated with respect to Corporate Governance Reports, Subsidiaries Financial Statements, Quarterly Financial Results, Quarterly Share Holding Pattern	The Website of the Company is not up to date with respect to the requirements of Regulation 46 of SEBI LODR.
9	The revised policy on SEBI (PIT) Regulations, 2015 in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.	The revised policy on SEBI (PIT) Regulations, 2015 in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 was adopted in the board meeting held on June 29, 2020. There was delay in compliance and implementation.	The revised policy on SEBI (PIT) Regulations, 2015 in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 was approved by the Board in its meeting held on 29.06.2020 for adopting with retrospective effect from 01 April, 2019.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records;

(c) During the Review Period, no actions has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except levying penalties for delay in submissions as required under Regulation 13(3) of SEBI (LODR) Regulations, 2015.

*However, the Government of India initiated an investigation into the affairs of IL&FS group through the Serious Fraud Investigation Office and the Enforcement Directorate during the year 2019 which is ongoing.*

(d) The listed entity has taken the following actions to comply with the observations made in previous reports

<b>Sl. No</b>	<b>Observations of the Practicing Company Secretary In the previous reports</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1	Submission of Financial Results under Regulation 33 of SEBI LODR - Not submitted the unaudited financial results for the quarters ended Sept, 2018, Dec, 2018 and March, 2019.	The Audited Financial Statements for the quarter and year ended as on March 31, 2019 and the Unaudited Financial results for the quarter ended on September 30, 2018 and December 31, 2018 were approved by the Board in its Meeting held on 19 <sup>th</sup> November, 2019 and submitted with stock exchanges. There was delay in compliance.	Delay in approving financial results as required under SEBI (LODR) Regulations, 2015.



2	One Woman Director on the Board of Directors under Regulation 17 of SEBI LODR - Not appointed the Woman Director	Not appointed the Woman Director	Exemption Received from National Company Law Tribunal (NCLT) vide its order dated 26.04.2019
3	Constitution and Composition of Audit Committee under Regulation 18 of SEBI LODR	All the Committees have been reconstituted on April 4, 2019 without independent directors.	The requirement of appointment of independent directors was exempted by NCLT vide its order dated 26.04.2019
4	Constitution and Composition of Nomination & Remuneration Committee under Regulation 19 of SEBI LODR		
5	Constitution and Composition of Stakeholders Relationship Committee under Regulation 20 of SEBI LODR		
6	Appointment of Independent Directors under Regulation 17 of SEBI LODR	Independent directors were not appointed from October, 2018 onwards	Exemption Received from NCLT vide order dated 26.04.2019

(e) The listed entity has revised the terms of appointment of the Statutory Auditors in accordance with the requirements specified in the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.

Place: Hyderabad  
Date: 30.06.2020

UDIN: F005783B000404852



**For RPR & ASSOCIATES  
Company Secretaries**

**Y Ravi Prasada Reddy  
Proprietor**

**FCS No. 5783, C P No. 5360**